

GLASSBERG & GLASSBERG, P.A.

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TALLAHASSEE, FLORIDA

January 24, 1996

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RE: ~~KILLIAN-MONTESSORI SCHOOL, INC.~~

Enclosed please find two copies of the Articles of Incorporation for KILLIAN-MONTESSORI-SCHOOL, INC. Also, enclosed please find our check in the amount of ONE HUNDRED TWENTY-TWO AND 50/100 DOLLARS (\$122.50) made payable to the Secretary of State for filing fees of the above mentioned corporation. I have enclosed a self-addressed stamped envelope for the return of a certified copy of the Articles of Incorporation.

Should you have any questions with regard to the foregoing, please contact the undersigned at (305) 669-9535.

Very truly yours,

David M. Glassberg

DMG/lr
enclosures

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ARTICLES OF INCORPORATION
OF FLORIDA NON-PROFIT CORPORATION
FOR

96 JAN 26 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE JANICE AND ROD KIMREY FOUNDATION, INC.

I, VERNON R. KIMREY, JR., hereby forms a not-for-profit corporation for charitable and philanthropic purposes, under the provisions of Chapter 617 of Florida Statutes, and do hereby certify the following:

ARTICLE I

NAME OF THE CORPORATION

The name of this corporation is: THE JANICE AND ROD KIMREY FOUNDATION, INC. (the "Corporation"). The principal office of this Corporation is c/o Vernon R. Kimrey, Jr., 11456 S.W. 86th Lane, Miami, FL 33173. The mailing address of this Corporation is c/o Vernon R. Kimrey, Jr., 11456 S.W. 86th Lane, Miami, FL 33173.

ARTICLE II

PURPOSES

The general nature of the objects and purposes of this Corporation shall be:

1. To establish and maintain a Montessori School, which shall offer individualized curriculums, to help each child grow at their own pace, gaining self-esteem, independence, physical development and academic achievement. The Montessori School Faculty shall believe that a child must educate himself or herself and cultivate a child's natural curiosity and love for knowledge. The Montessori School Faculty's objectives shall be approached in two ways: First, by allowing each child to experience the

excitement of learning by his or her own choice rather than by being forced and second, by helping him or her to perfect all of his or her natural tools for learning, so that his or her ability will be at a maximum in future learning situations.

2. To establish and maintain a Montessori School, which shall have a pre-school curriculum which covers a child's emotional, physical and cognitive development from 3-6 years. Moreover, the Montessori School shall maintain a Toddler Class for children of ages two and three.

3. To acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the Corporation shall require for the benefit of the Corporation and not for pecuniary profit.

4. To take, receive, own, hold, administer, distribute and dispose of property of all kinds, whether real, personal or mixed, acquired by gift, devise, bequest or otherwise, for the advancement, promotion, extension or maintenance or such causes and objects or any of them; and, in addition to and not in limitation of the foregoing purposes and powers, the Corporation may acquire, take, receive, hold, own, administer, distribute and dispose of, gifts or donations of property, real, personal or mixed, designated by the donors for causes or objects hereinabove mentioned, or any or either of them. The Corporation shall not be allowed to solicit funds to support the aforementioned activities by soliciting charitable contributions from corporations, partnerships, limited liability companies and other businesses, private individuals, charitable organizations and private foundations, and/or other

persons. However, the Corporation may accept unsolicited charitable contributions.

5. The general purposes for which this Corporation is formed are to operate exclusively for such religious and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3), and to obtain contributions and/or gifts which are deductible pursuant to Section 170(c)(2) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including for such purposes the making of distributions to organizations which qualify as tax-exempt organizations under that code. To the end of the foregoing objectives and purposes and any related religious and charitable purposes that may be carried out, performed and accomplished, this non-profit Corporation shall have the power to engage only in such activities as shall not constitute business unrelated to its religious, charitable, literary and educational purposes.

6. The purposes for which this Corporation is formed are purely religious, charitable, literary or educational and not for financial gain, and no financial gain shall ever accrue to any person or institution in the conduct of same, but any receipts of this Corporation in excess of the expenses of operating and maintaining same shall be applied by the Board of Directors of the Corporation to carry out the purpose(s) of this Corporation or any other non-profit tax-exempt charitable organization, as they in their judgment may deem wise.

7. The foregoing purposes shall be construed as both objects and powers and the foregoing enumeration of specific purposes shall

not be held to limit or restrict in any manner the powers of this Corporation.

8. To do and perform any and all acts of services that may be incidental or necessary to carry out the above purposes.

9. To engage in any lawful act or activity for which a not-for-profit corporation may be organized under the laws of the State of Florida.

ARTICLE III

MEMBERS

Unless the By-Laws provide otherwise, this Corporation shall not have any Members. Qualifications, voting, and the rights of Members, if any, in the manner of their appointment or election, shall be set forth in the By-Laws of the Corporation. Such Members, if any, may be composed of one or more classes, with such differences and qualifications, voting rights and manner of election for appointment as shall be set forth in the By-Laws. Since the Corporation shall not have any Members, the Board of Directors shall possess all of the powers that the Members would otherwise have, including, but not limited to, the power to elect and appoint Directors and the power to amend these Articles of Incorporation.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

OFFICERS, SUBSCRIBERS AND INITIAL DIRECTORS

The names and addresses of the officers, subscribers and initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Vernon R. Kimrey, Jr.	11456 S.W. 86th Lane Miami, FL 33173
Charlotte Flach McKeller Kopf	1067 N. Aberdeen Court Mobile, AL 36609
Marilyn Ginsberg	305 Fluvia Coral Gables, FL 33134
Carla Henn	5940 S.W. 83 Avenue Miami, FL 33143
Joan Willis	17190 S.W. 85th Avenue Miami, FL 33157

Each Director shall receive compensation in the amount of \$200.00 for each and every Board of Directors' Meeting that they shall attend. No Director, except for Charlotte Flach McKeller Kopf's travelling expenses to the Board of Directors' Meetings, shall receive reimbursement for any expenses incurred, except as authorized and approved by the Board of Directors.

CORPORATE OFFICERS. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this Corporation may authorize the Board of Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
President: Vernon R. Kimrey, Jr.	11456 S.W. 86th Lane Miami, FL 33173
Vice-President: Charlotte Flach McKeller Kopf	1067 N. Aberdeen Court Mobile, AL. 36609
Secretary: Marilyn Ginsberg	305 Fluvia Coral Gables, FL. 33134

Assistant Secretary: Carla Henn

5940 S.W. 83th Avenue
Miami, FL. 33143

Treasurer: Joann Willis

17190 S.W. 85th Avenue
Miami, FL. 33157

ARTICLE VI

BOARD OF DIRECTORS

The management and control of the Corporation shall be vested in the Board of Directors, whose number, powers, function, jurisdiction, duties and responsibilities shall be as follows:

1. Number of Directors: There shall not be less than three (3) Directors. The Board of Directors shall have the power to elect additional Directors. The minimum number of Directors may be increased in accordance with the needs of the Corporation, as determined from time to time by the Board of Directors.

2. Initial Directors: The initial Directors, as set forth in Article V, hereof, shall be deemed to have been set in office as of the time these Articles are approved and filed with the Secretary of State of the State of Florida. These Directors shall serve until the next annual election of Directors and until their successors shall be qualified or until their earlier resignation, removal or death.

3. Vacancy in Board of Directors: In the event there is a vacancy on the Board of Directors prior to said annual election, whether caused by resignation, removal, death or expansion of the Board, or termination as hereinafter provided, the Board of Directors then serving shall elect the number of Directors needed until the vacancy or vacancies shall have been filled.

4. Annual Meeting: At the annual meeting of Directors, which shall be held at 8:00 p.m. on the first Monday in February of each

year, at such a place as the Board of Directors may designate from time to time by resolution, the Board of Directors then serving shall elect the number of Directors needed until all positions on the Board of Directors have been filled.

5. Voting: Except as required by law, the voting power of this Corporation shall be vested only in the Board of Directors. The actions of the Board of Directors, including, but not limited to, the removal of a Board Member for cause, shall be with the concurrence of at least two-thirds vote of the members constituting the Board of Directors.

6. Corporate Powers: All corporate powers shall be exercised by or under the authority of and the management of the Corporation in all of its affairs, shall be vested solely in the Board of Directors, without limitation, except as may be limited by law, these Articles and/or the By-Laws of the Corporation. All payment(s) for the Corporation's operations and for the Corporation's expenses and costs shall be approved by at least two (2) members of the Board of Directors. Moreover, all checks written on behalf of the Corporation, shall be executed by two (2) members of the Board of Directors.

7. Membership: If applicable, the Board of Directors shall be responsible for the maintenance of the Corporation's Membership, as well as the maintenance of Membership standards. In the event the Board of Directors, after due examination, shall decide that a Member no longer fulfills the requirements and/or standards for Membership, his or her Membership shall be terminated and he or she

shall be properly notified. Any decision of the Board of Directors shall be final and not subject to appeal.

ARTICLE VII

By-Laws

1. The power to adopt, alter, amend or appeal the By-Laws shall be solely vested in the Board of Directors, and the By-Laws shall be adopted at the first meeting of the Board of Directors. Any amendment to the By-Laws shall be binding on all Members, if any, of this Corporation.

2. Upon proper notice the By-Laws may be made, altered, or rescinded upon a two-thirds (2/3) vote of the Board of Directors present at any regularly or properly scheduled Board of Directors' Meeting.

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended or changed by a two-thirds (2/3) vote of the Board of Directors who are in attendance at any regular or special said Board of Directors' Meeting called for that purpose, provided due notice of such proposed changes shall have been made at least two (2) weeks preceding the time of such Meeting.

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT

1. The County in the State of Florida where the principal office of this Corporation shall always be is Dade County, Florida, with its present principal office located at: 11456 S.W. 86th Lane, Miami, FL 33173.

2. The name and business address of this Corporation's
Registered Agent is:

David M. Glassberg, Esquire
1450 Madruga Avenue
Suite 302
Coral Gables, FL 33146

ARTICLE X

NON-PROFIT STATUS

1. No part of the net earnings of the Corporation shall inure to the benefit of any individual(s).

ARTICLE XI

POWERS

To the end that the foregoing purposes and any other related religious and charitable purposes and objects may be carried out, performed and accomplished, and to obtain funds or income for said religious and charitable purposes, this Corporation shall have the power to:

1. Acquire, either by gift, grant, purchase, devise or bequest, and to hold, own, manage, sell, grant, convey, mortgage, pledge, or otherwise encumber, lease, improve and dispose of real, personal or mixed property, wheresoever situated; to operate said properties, or any part thereof, or any business it may acquire in any location, in the name of the Corporation or in any other manner, and for its benefit and in its behalf through such persons or agents as it may determine or select from time to time by majority action of the Board of Directors; to receive donations, gifts, and endowments, and to administer the same; all such real, personal and mixed property so acquired or received by gift, grant, devise, bequest or donation shall be used and employed, however,

for religious, educational and charitable purposes and not for pecuniary profit of any Individual(s).

2. Formulate and adopt By-Laws and to alter and rescind the same, provided, however, that said By-Laws shall be agreeable to, within and not beyond or contrary to the powers herein granted, or to any laws of the United States or State of Florida.

3. And in general, to possess and exercise all the rights, privileges, immunities and prerequisites now or hereafter authorized by or under the provisions of the laws of the State of Florida.

4. Notwithstanding anything contained herein to the contrary, the powers of this Corporation are expressly limited to those of any organization described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII

MEETINGS

1. The annual meeting of the Board of Directors shall be held as may be provided in Article VI.4. above.

2. The Corporation may provide in its By-Laws for the holding of additional regular meetings and/or any special meetings, and shall provide notice of such meetings.

3. The percentage of the members of the Board of Directors necessary to constitute a quorum for the holding of any Meetings shall be determined in the By-Laws.

ARTICLE XIII

DISTRIBUTION OF ASSETS UPON DISSOLUTION

This Corporation may dissolved only pursuant to the agreement of two-thirds (2/3) of the Board of Directors. In the event of

such dissolution, the Board of Directors shall, after paying or making provision for paying all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, literary or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Laws), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Dade County, Florida, if Dade County is then the location of the principal office of the Corporation, or by Circuit Court (or equivalent thereof) of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV

DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to religious and charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, Officer and/or any private individual, except for reasonable compensation for services actually rendered.

ARTICLE XV

SELF-DEALING

Any other provision hereof to the contrary notwithstanding, the corporate income for each taxable year must be distributed at such time and in such manner as not to subject the Corporation to tax under Internal Revenue Code Section 4943(c), from making any investments in such manner as to subject the Corporation to tax under said Internal Revenue Code Section 4944, and from making any taxable expenditures (as defined in said Internal Revenue Code Section 4945(d)).

ARTICLE XVI

INDEMNIFICATION

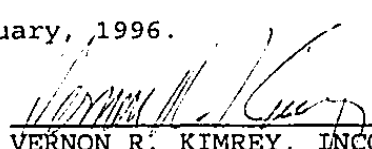
The Corporation shall indemnify all of its officers and directors, and may indemnify any employee or agent, and may indemnify any employee or agent, to the fullest extent permitted by Section 617.0831, Florida Statutes.

ARTICLE XVII

AMENDMENT OF ARTICLES

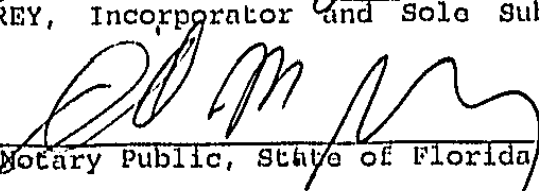
Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors.

IN WITNESS WHEREOF, the Undersigned, being the sole Subscriber and Incorporator of this Corporation, for the purpose of forming this non-profit Corporation under the laws of the State of Florida, has caused these Articles of Incorporation to be executed at Miami, Florida, this 22nd day of January, 1996.


VERNON R. KIMREY, INCORPORATOR
AND SOLE SUBSCRIBER

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation were sworn to, subscribed and acknowledged before me this 22nd day of January, 1996, by VERNON R. KIMREY, Incorporator and Sole Subscriber, personally known to me.



Notary Public, State of Florida

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR

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DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE 26 PM 3:15

NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED, DEPT OF STATE
TALLAHASSEE, FLORIDA

This certificate is submitted in compliance with Florida Statutes Sections 607.0501 or 617.0501, VERNON R. KIMREY, desiring to incorporate under the Laws of the State of Florida with its principal office in the City of Miami, County of Dade, State of Florida, as indicated in its Articles of Incorporation, has appointed DAVID M. GLASSBERG, ESQUIRE, whose address is: 1450 Madruga Avenue, Suite 302, Coral Gables, FL 33146, to accept service of process upon the above-stated Corporation in the State of Florida.

ACKNOWLEDGMENT

Having been appointed Registered Agent to accept Service of Process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in said capacity, and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and hereby accept the obligations of my position as Registered Agent.

By: 
DAVID M. GLASSBERG, Registered Agent

Dated: January 22, 1996